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February 20, 2001

Via Hand Delivery

Mr. K. David Waddell
Executive Director
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

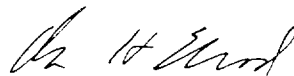
RE: Evolution Networks South, Inc.
Docket No. 00-00678

Dear Mr. Waddell:

On November 9, 2000, we filed the pre-filed testimony of Carl Povelites in connection with the application of Evolution Networks South, Inc., Docket No. 00-00678. Mr. Povelites is no longer with the company, so we are submitting substitute pre-filed testimony for Jeffrey Brown, and 13 copies of his testimony are enclosed. As you know, this matter is set for hearing on February 22, 2001.

Thank you for your attention to the enclosed.

Very truly yours,



Dan H. Elrod

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Enclosures

SWORN TESTIMONY OF JEFFREY P. BROWN, VICE PRESIDENT AND GENERAL COUNSEL

EVOLUTION NETWORKS, INC.
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REGULATORY AUTH.

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OFFICE OF THE
EXECUTIVE SECRETARY

Q. PLEASE STATE YOUR NAME AND BUSINESS ADDRESS.

A. My name is Jeffrey P. Brown. My business address is 900 Ashwood Parkway, Suite 400, Atlanta, Georgia 30338.

Q. BY WHOM AND IN WHAT CAPACITY ARE YOU EMPLOYED?

A. I am employed by Evolution Networks, Inc. ("Evolution") as Vice President and General Counsel. In this capacity, I am responsible for all daily regulatory functions of the company, including state and federal regulatory compliance issues.

Q. PLEASE BRIEFLY OUTLINE YOUR EDUCATIONAL AND PROFESSIONAL EXPERIENCE.

A. I received my undergraduate degree from the University of North Carolina in 1978, and I received my Doctor of Jurisprudence degree from the University of North Carolina in 1981. I was in private practice for 12 years, and then with BellSouth for 6-1/2 years. Immediately before joining Evolution, I was Vice President and Group Counsel - Commercial Operations at BellSouth.

Q. WHAT IS THE PURPOSE OF YOUR TESTIMONY?

A. My testimony is in support of the Application of Evolution Networks South, Inc. ("Evolution South") for a Certificate of Public Convenience and Necessity filed with the Tennessee Regulatory Authority on August 1, 2000, in which Evolution South requested that it be issued a certificate of public convenience and necessity to provide facilities-based intra-state interexchange telecommunications services to other telecommunications carriers throughout the State of Tennessee. I will present evidence of the Company's managerial, financial and technical abilities to provide the services for which the certificate is sought.

Q. ARE YOU FAMILIAR WITH THE FACTS SET FORTH IN THE APPLICATION?

A. Yes.

Q. ARE THE FACTS SET FORTH IN THE APPLICATION AND RESPONSES TO SUBSEQUENT DATA REQUESTS AND EXHIBITS THERETO TRUE AND CORRECT?

A. I have a couple of minor changes to the Application. Evolution Networks, Inc. through its operating subsidiaries has now received authorization to provide service in a total of 23 states, including Arkansas, Delaware, Florida, Georgia, Illinois, Indiana, Kentucky, Maine, Michigan, Minnesota, Mississippi, Missouri, New Hampshire, New York, Ohio, Pennsylvania, Rhode Island, Texas, Vermont and Wisconsin. In addition, I have minor changes to Exhibit 1 to the Application. I will discuss these changes later in my testimony. With the exception of these changes, the facts set forth in the Application and responses to subsequent data requests and exhibits thereto are, to the best of my knowledge and belief, true and correct.

Q. IS EVOLUTION SOUTH AUTHORIZED TO CONDUCT BUSINESS IN THE STATE OF TENNESSEE?

A. Yes. Exhibit 4 to the Application is a copy of Evolution South's Certificate of Authority issued by the Tennessee Secretary of State on July 17, 2000.

Q. DOES EVOLUTION HAVE THE MANAGERIAL AND TECHNICAL ABILITIES NECESSARY TO OFFER THE SERVICES FOR WHICH IT SEEKS CERTIFICATION?

A. Yes. Exhibit 1 to the Application contains a description of Evolution's management team and technical resources. I have a few additions and changes to the management team since the filing of the Application. Subsequent to filing of the application, I joined Evolution as Vice President and General Counsel, replacing Mr. Carl Povelites. Mr. George Brody, Vice President of Marketing, comes to Evolution from Philips Electronic N.V. Communications

and Security Systems where he was their Vice President of Sales and Marketing; Mr. Brody has assumed the responsibilities of Mr. David P. Williams, former Director of Marketing. Mr. Mike Bruce, Vice President-Information Technology came to Evolution from eShare Technologies where he was their Director of IT. In addition to the preceding, the duties of Mr. Dan Boyce, the company's former Chief Technical Officer, have been assumed by Mr. Scott Wierson, Vice President of Planning and Engineering; and the duties of Mr. Bruce Fraser, former Chief Financial Officer, have been assumed by Mr. Michael Geiselhart, whose biographical information is included in the original application. As stated in the Application, and fortified with these new additions, Evolution's management team is comprised of individuals with lengthy and substantial careers in the telecommunications industry, clearly establishing that Evolution has the managerial and technical abilities necessary to offer the services for which it seeks authorization in this Docket.

Q. DOES EVOLUTION HAVE THE FINANCIAL ABILITY TO PROVIDE THE SERVICES FOR WHICH IT SEEKS AUTHORITY?

A. Yes. Evolution-South is a newly formed entity and wholly owned subsidiary. As such, it will be relying on the financial resources of Evolution to finance its operations. As part of its application, Evolution-South submitted the financial statements of Evolution as Exhibit 5. In addition, Evolution-South submitted additional information, as requested by the Staff, on September 7, 2000, and November 9, 2000. Evolution is an early stage company currently backed by four reputable venture capital firms: Centennial Ventures of Denver; First Union Capital Partners of Charlotte; Harbourvest of Boston; and LightSpeed Ventures of Menlo Park, California. The Company believes it will be able to obtain sufficient additional funding from these investors, and possibly others, thus giving it access to sufficient financial resources to provide telecommunications services in Tennessee and to meet its cash needs.

Q. DOES THIS CONCLUDE YOUR TESTIMONY?

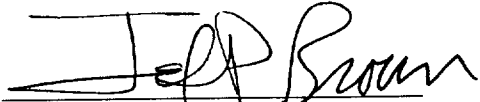
A. Yes, it does.

State of Georgia

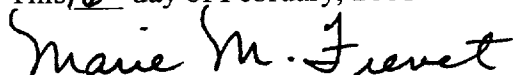
County of Cobb

I, Jeffrey P. Brown, being first duly sworn, state that I am Vice President and General Counsel of Evolution Networks, Inc.; that the testimony set forth and the statement contained therein are true to the best of my knowledge, except to those matters which are stated on information and belief, and as to those matters I believe them to be true.

Dated: February 16, 2001

By: 
Jeffrey P. Brown
Evolution Networks, Inc.

Subscribed and sworn to before me
This 16th day of February, 2001


Notary Public

My Commission Expires: 03/02/04

Notary Public, Cobb County, Georgia
My Commission Expires March 2, 2004